



## **Südzucker AG, Mannheim**

### **Annual General Meeting on 20 July 2017**

#### **Information on shareholder rights pursuant to sections 122 paragraph 2, 126 paragraph 1, 127 and 131 paragraph 1 of the German Stock Corporation Act (Aktien-gesetz (AktG))<sup>1</sup>**

Following are explanatory details pursuant to section 121 (3), number 3 German Stock Corporation Act regarding the rights of shareholders as set forth in sections 122 (2), 126 (1), 127 and 131 (1) of the German Stock Corporation Act (AktG).

#### **Requests for additions to the agenda pursuant to section 122 (2) AktG**

Shareholders whose interest totals at least 5% of share capital (corresponding to € 10,209,164.60 or rounded up to the next higher whole number of shares, 10,209,165 shares) or whose interest reaches € 500,000 of total share capital (corresponding to 500,000 shares) can demand that items be added to the agenda and published. Each new item must be accompanied by reasons or by a draft resolution. The request shall be in writing with signature and submitted to the Executive Board of Südzucker AG and must be received by the company at least thirty days prior to the Annual General Meeting; the day of receipt and the day of the Annual General Meeting shall not be counted. The deadline for acceptance is thus midnight on 19 June 2017. Requests for additions received after this date will not be considered. Please send any requests to the following address:

Südzucker AG  
Executive Board  
Maximilianstrasse 10  
68165 Mannheim  
Germany

The applicants must prove that they have held the shares for at least ninety days prior to the day on which their request was received and that they will hold the shares until the Executive Board's decision regarding the request. Section 121 (7) AktG shall correspondingly apply for the calculation of such period. Confirmation from the depositary institution constitutes sufficient proof of share ownership.

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<sup>1</sup> Source of english translation of the sections from Aktiengesetz: Norton Rose Fulbright LLP

To the extent they were not already published with the announcement for the Annual General Meeting, amendments to the agenda are to be promptly published after receipt of the request in the German Federal Gazette (Bundesanzeiger) and forwarded to those media that can be expected to distribute the information throughout the entire European Union. In addition, they will be published at:

**[www.suedzucker.de/en/](http://www.suedzucker.de/en/) (tab: Investor Relations / Annual General Meeting)**

The above shareholder rights are based on the following provisions of the German Stock Corporation Act:

### **§ 122 Calling of a Meeting at the Request of a Minority (extract)**

*(1) The shareholders' meeting shall be called if shareholders, whose holding in aggregate equals or exceeds one-twentieth of the share capital, demand such meeting in writing, stating the purpose and the reasons of such meeting; such demand shall be addressed to the management board. The articles may provide that the right to demand a shareholders' meeting shall require another form or the holding of a lower proportion of the share capital. The shareholders who have made the demand shall provide evidence to the effect that they have held the shares for at least 90 days prior to the receipt of the demand and that they will hold the shares until the management board decides upon the demand. § 121 (7) shall apply accordingly.*

*(2) In the same manner, shareholders whose shares amount in aggregate to not less than one-twentieth of the share capital or represent an amount of the share capital corresponding to 500,000 euros, may demand that items are put on the agenda and published. Each new item shall be accompanied by an explanation or a draft proposal. The demand in the sense of sentence 1 shall be provided to the company at least 24 days, in case of listed companies at least 30 days, prior to the meeting; the day of receipt shall not be included in this calculation.*

### **§ 121 General Provisions (extract)**

*(...)*

*(7) In case of deadlines and dates which are calculated back from the date of the meeting, the day of the meeting itself shall not be included in the calculation. Adjourning the meeting from a Sunday, Saturday or a holiday to a preceding or following working day shall not be an option. §§ 187 to 193 of the German Civil Code shall not be applied accordingly. In case of unlisted companies, the articles may provide for a different calculation of the deadline.*

## **Counter motions and nominations pursuant to sections 126 (1) and 127 AktG**

Shareholders of the company can submit counter motions to Executive Board and/or Supervisory Board proposals on certain agenda items as well as making recommendations regarding the nomination of auditors or members of the Supervisory Board. Such counter motions (including reasons) and nominations must be exclusively submitted to:

Südzucker AG  
Investor Relations  
Maximilianstrasse 10  
68165 Mannheim  
Germany

or by fax to: +49 621 421-449  
or by e-mail to: [investor.relations@suedzucker.de](mailto:investor.relations@suedzucker.de)

Reasons must be given for counter motions; this does not apply to nominations.

Proper counter motions and nominations submitted by shareholders and received at the aforementioned address at least fourteen days prior to the date of the Annual General Meeting, i.e. no later than 5 July 2017 (midnight), will be immediately published on the following website:

**[www.suedzucker.de/en/](http://www.suedzucker.de/en/) (tab: Investor Relations / Annual General Meeting).**

Any comments from management will also be published at the aforementioned Internet address.

The company may decline to publish a counter motion and its rationale or a nomination if one of the conditions for exclusion pursuant to section 126 (2) AktG exists; for example, because the nomination or counter motion would lead to a resolution of the Annual General Meeting that contravenes either the law or the articles of association. A nomination does not need to be published if it does not include the name, the profession and the place of residence of the nominee. The reason for a counter motion need not be published if it is longer than 5,000 characters. Nominations for the election of Supervisory Board members must also not be made available if no disclosures of membership of the nominated candidates in other statutory German supervisory boards within the meaning of section 125 (1) sentence 5 AktG are attached to them.

Shareholders are asked to prove the extent of their shareholdings at the same time they submit the counter motion or nomination. Note that counter motions and nominations sent to the company in advance will only be considered at the Annual General Meeting if they are presented at the meeting. The right of every shareholder to present counter motions to the various agenda items or to make nomination proposals during the Annual General Meeting without having submitted them to the company prior to the meeting remains unaffected.

The above shareholder rights are based on the following provisions of the German Stock Corporation Act:

### **§ 125 Communications to Shareholders and Members of the Supervisory Board (extract)**

*(1) The management board shall, at least 21 days before the meeting, communicate to those credit institutions and shareholders' associations which have exercised voting rights on behalf of shareholders in the preceding shareholders' meeting or which have requested such communication and the notice of the meeting. The date of notice shall not be taken into account. If the agenda is to be amended pursuant to § 122 (2), such amended agenda shall be communicated in the case of listed companies. Such communication shall point out that voting right may be exercised by a proxy holder or a shareholders' association. In case of listed companies details on the membership in other supervisory boards to be established pursuant to statutory provisions must be added to any nomination for the election of supervisory board members; details on their membership in comparable domestic and foreign controlling bodies of enterprises should be added.*

*(2) The management board shall provide the same information to shareholders who make such request or are registered as shareholders in the company's share register at the beginning of the 14th day before the meeting. The articles may limit transmission to electronic communication.*

*(3) Each member of the supervisory board may request that the management board send the same communication to him.*

*(...)*

### **§ 126 Motions by Shareholders**

*(1) Motions by shareholders together with the shareholder's name, the grounds and any position taken by the management shall be made available to the persons entitled pursuant to § 125 (1)–(3) under the conditions stated therein if at least 14 days before the meeting the shareholder sends to the address indicated in the notice convening the meeting a motion counter to a proposal of the management board and supervisory board as to an item on the agenda. The date of receipt shall not be taken into account. In the case of listed companies, access shall be provided via the company's Internet page. § 125 (3) shall apply accordingly.*

*(2) A counter-motion and the grounds for this need not be made available, if:*

- 1. the management board would by reason of such communication become criminally liable;*
- 2. the counter-motion would result in a resolution of the shareholders' meeting which would be illegal or would violate the articles;*
- 3. the grounds contain statements which are manifestly false or misleading in material respects or which are libellous;*
- 4. a counter-motion of such shareholder based on the same facts has already been communicated with respect to a shareholders' meeting of the company pursuant to § 125;*
- 5. the same counter-motion of such shareholder on essentially identical grounds has already been communicated pursuant to § 125 to at least two shareholders' meetings of the company within the past five years and at such shareholders' meetings less than one-twentieth of the share capital represented has voted in favour of such counter-motion;*

6. *the shareholder indicates that he will neither attend nor be represented at the shareholders' meeting;*  
*or*
7. *within the past two years at two shareholders' meeting the shareholder has failed to make or cause to be made on his behalf a counter-motion communicated by him.*

*The statement of the grounds need not be communicated if it exceeds 5,000 characters.*

*(3) If several shareholders make counter-motions for resolution in respect to the same subject matter, the management board may combine such counter-motions and the respective statements of the grounds.*

### **§ 127 Nominations by Shareholders**

*§ 126 shall apply accordingly to a nomination by a shareholder for the election of a member of the supervisory board or external auditors. Such nomination need not be supported by a statement of the grounds for this. The management board also need not communicate such nomination if it fails to contain the particulars required by § 124 (3) sentence 4 and § 125 (1) sentence 5. The management board shall supplement the proposal of a shareholder for the election of supervisory board members of listed companies which are subject to the Co-determination Act, the Coal and Steel Co-determination Act or the Supplemental Code-termination Act by adding the following information:*

1. *reference to the requirements pursuant to § 96 (2);*
2. *an indication of whether an objection against overall compliance pursuant to § 96 (2) sentence 3 was raised; and*
3. *information about the number of seats in the supervisory board which have to be held by women and men, respectively, for the minimum participation requirement pursuant to § 96 (2) sentence 1 to be complied with.*

### **§ 124 Publication of Requests for Supplements; Proposals for Resolutions (extract)**

*(...)*

*(3) (...) The proposal for the election of members of the supervisory board or auditors shall state their name, profession and place of residence.*

*(...)*

### **§ 96 Composition of the Supervisory Board (extract)**

*(...)*

*In case of listed companies which are subject to the Co-determination Act, the Coal and Steel Co-determination Act or the Supplemental Co-determination Act, the supervisory board shall be composed of at least 30 per cent of women and at least 30 per cent of men. The minimum percentage shall be complied with by the supervisory board in its entirety. If the shareholders' or employee representatives vis-à-vis the chairman of the supervisory board raise an objection against such overall compliance on the basis of a majority resolution passed prior to the election, the minimum percentage for the respective election shall be complied with separately by the shareholders and employees, respectively. In all cases, numbers shall be mathemati-*

cally rounded up or down to a whole number of persons. If a higher percentage of women on either side decreases subsequently and if an objection to overall compliance is then raised from such side, the other side's appointments shall not become ineffective as a result thereof. An election of the members of the supervisory board by the shareholders' meeting and an appointment to the supervisory board in breach of the minimum percentage requirement shall be null and void. If an election is declared null and void for other reasons, any elections meanwhile conducted shall insofar not constitute a breach of the minimum percentage requirement. The election of the employees' supervisory board members shall be subject to the laws on co-determination mentioned in sentence 1.

## **Right to information pursuant to section 131 (1) AktG**

Section 131 (1) AktG states that every shareholder may request information from the Executive Board at the Annual General Meeting regarding company issues, including legal and business relationships with associated companies and the business situation of the group and companies included in the consolidated financial statements as long as this information is necessary for the proper assessment of an item on the agenda.

The above shareholder rights are based on the following provisions of the German Stock Corporation Act:

### **§ 131 Right of Shareholders to Information**

*(1) Each shareholder shall upon request be provided with information at the shareholders' meeting by the management board regarding the company's affairs, to the extent that such information is necessary to permit a proper evaluation of the relevant item on the agenda. The duty to provide information shall also extend to the company's legal and business relations with any affiliated enterprise. If a company makes use of the simplified procedure pursuant to § 266 (1) sentence 3, § 276 or § 288 of the Commercial Code, each shareholder may request that the annual financial statements be presented to him at the shareholders' meeting on such annual financial statements in the form which would have been used if such simplifications were not applied. A parent enterprise's (§ 290 (1) and (2) of the Commercial Code) management board's duty to inform in the shareholders' meeting that considers the consolidated financial statement and consolidated management report shall extend to the outlook of the group and the enterprises included in the consolidated financial statement.*

*(2) The information provided shall comply with the principles of conscientious and accurate accounting. The articles or the rules of procedure pursuant to § 129 may authorise the chairperson of the meeting to limit the number of questions and speaking time of shareholders as appropriate and to lay down general rules thereon.*

*(3) The management board may refuse to provide information:*

- 1. to the extent that providing such information is, according to sound business judgment, likely to cause material damage to the company or an affiliated enterprise;*
- 2. to the extent that such information relates to tax valuations or the amount of certain taxes;*

3. *with regard to the difference between the value at which items are shown in the annual balance sheet and the higher market value of such items, unless the shareholders' meeting is to approve the annual financial statements;*
4. *with regard to the methods of classification and valuation, if disclosure of such methods in the notes suffices to provide a clear view of the actual condition of the company's assets, financial position and profitability within the meaning of § 264 (2) of the Commercial Code; the foregoing shall not apply if the shareholders' meeting is to approve the annual financial statements;*
5. *if provision thereof would render the management board criminally liable;*
6. *if in the case of a credit institution or financial services institution information about the applied balance sheet and valuation methods or calculations made in the annual financial statements, the management report, the consolidated annual financial statement or the group's management report need not be given;*
7. *if the information is continuously available on the company's internet page seven or more days prior to the shareholders' meeting as well as during the meeting.*

*The provision of information may not be denied for other reasons.*

*(4) If information has been provided outside a shareholders' meeting to a shareholder by reason of his status as a shareholder, such information shall upon request be provided to any other shareholder at the shareholders' meeting, even if such information is not necessary to permit a proper evaluation of an item on the agenda. The management board may not refuse to provide such information on the grounds of (3) sentence 1 Nos. 1 to 4. Sentences 1 and 2 shall not apply if a subsidiary (§ 290 (1), (2) of the Commercial Code), a cooperative enterprise (§ 310 (1) of the Commercial Code) or an affiliate (§ 311 (1) of the Commercial Code) provides the information to a parent company (§ 290 (1), (2) of the Commercial Code) for the purpose of inclusion in the consolidated annual financial statement of the parent company and the information is required for this purpose. (5) A shareholder who has been denied information may request that his question and the reason for which the information was denied be recorded in the minutes of the meeting. Furthermore the chairman of the meeting is entitled to several direction and regulatory measures during the Annual General Meeting. These include the limitation of right to speak and the right to ask questions. The underlying provisions of the articles of incorporation of the company are as follows:*

#### **§ 16 (4) of the articles of incorporation of Südzucker AG – Chairmanship at the Annual General Meeting (extract)**

*(...)*

*(4) The chairman is allowed to limit the right to ask and the right to speak to a reasonable time; as appropriate he is particularly authorized to limit the question time and/or the speaking time of individuals or of all shareholders, on individual items or on all items of the Annual General Meeting, at the beginning or during the course of the Annual General Meeting. Provided that it is required with respect to a correct procedure of the Annual General Meeting, the chairman might arrange the conclusion of the debate.*